

WILKERSON ♦ BRYAN

WILKERSON & BRYAN, P.C.
ATTORNEYS & COUNSELORS

405 SOUTH HULL STREET
MONTGOMERY, ALABAMA 36104
TEL: 334-265-1500

MAILING ADDRESS
POST OFFICE BOX 830
36101-0830
FAX: 334.265.0319

DANA H. BILLINGSLEY

dana@wilkersonbryan.com

September 28, 2016

VIA THE ELECTRONIC COMMENT FILING SYSTEM

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

**Re: Notification of *Pro forma* Transfer of Control of the Domestic Section 214
Authorizations Held by Millry Telephone Company, Inc., Millry
Communication, Inc. and Millry Telephone LD, LLC from Millry
Corporation to BB Holding Corporation
WC Docket No.: 16-260**

Dear Ms. Dortch:

Pursuant to Sections 63.24(d) and (f) of the Rules of the Federal Communications Commission ("FCC" or the "Commission"), 47 C.F.R. §§ 63.24(d) and (f), Millry Corporation ("Millry Corp") hereby notifies the Commission of the consummation of the *pro forma* transfer of control of the domestic Section 214 authorizations held by Millry Telephone Company, Inc. ("Millry Telephone"), Millry Communication, Inc. ("Millry Communication"), and Millry Telephone LD, LLC ("Millry LD") (collectively, the "Subsidiaries"), from Millry Corp, the Subsidiaries' parent company, to BB Holding Corporation, a newly created, 100% wholly-owned subsidiary of Millry Corp.

On August 31, 2016, the FCC issued a Public Notice in WC Docket No. 16-260 (DA 16-994), accepting the application¹ of Millry Corp shareholders the Darrell R. Brown, Sr. Management Trust, Bryanell S. Brown Management Trust, GST Exempt Family Trust for the benefit of Darrell Raiford Brown, Jr., GST Exempt Family Trust for the benefit of Lisa Renee Bond and the GST Exempt Family Trust for the benefit of Chera Dare Ogburn (collectively, the "Transferors") and Millry Corp shareholders the Paul E. Brown, Sr. Management Trust and the

¹ The application was filed with the FCC on August 15, 2016. On August 30, 2016, the Transferors and Transferees filed a supplement to their domestic Section 214 application. They also separately filed applications with the FCC for the transfer of control of authorizations associated with international (ITC-T/C-20160816-00251) and wireless services (File No. 0007394811) on August 15 and 16, 2016, respectively. ITC-T/C-20160816-00251 was approved by the International Bureau on September 9, 2016, as reported in Report No. TEL-01813 (DA No. 16-1042), issued on September 15, 2016.

GST Exempt Family Trust for the benefit of Paul E. Brown, Jr. (collectively, the "Transferees") for approval of the transfer of control of the domestic Section 214 authorizations held by the Subsidiaries from the Transferors to the Transferees, pursuant to Section 214(a) of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214(a), and 47 C.F.R. § 63.24. As described in the application, the transaction entails the redemption by Millry Corp of all of the Transferors' Class A and Class B stock in Millry Corp. At the completion of the transaction, the Transferees' percentage ownership in Millry Corp's outstanding stock and their voting membership in the corporation will increase from 50% to 100%, giving the Transferees clear and complete *de jure* control of Millry Corp, and thus the Subsidiaries' domestic Section 214 authorizations.² The transaction has not yet been consummated.

In their application, the Transferees and Transferors notified the Commission that prior to completion of the transaction, Millry Corp may create another wholly owned intermediate subsidiary for internal corporate purposes, whereby Millry Corp would transfer 100% of the stock of the Subsidiaries to such new subsidiary, which would then serve as an intermediate holding company between Millry Corp and the Subsidiaries. The Transferees and Transferors advised the Commission that the creation of such an intermediate subsidiary would have no impact on the transfer of control of Millry Corp and the Subsidiaries as described in the application and would be considered a *pro forma* transaction under 47 C.F.R. § 63.24(d), subject to the Commission's notification requirements set forth in 47 C.F.R. § 63.24(f)(2). No prior Commission approval is required for such *pro forma* transactions, under 47 C.F.R. § 63.24(f)(1).

BB Holding Corporation is a 100% wholly-owned subsidiary of Millry Corp that was formed on September 15, 2016, to which Millry Corp transferred 100% of the stock it held of Millry Corp's direct Subsidiaries, Millry Telephone and Millry Communication. Millry LD remains a 100% wholly-owned subsidiary of Millry Telephone. All five Millry entities are Alabama domestic companies.

As required under 47 C.F.R. § 63.24(f)(2)(i) for carriers subject to a *pro forma* transfer of control, the Subsidiaries provide the following information requested in Sections 63.18(a)-(d) and (h) for the transferee:

- (1) Section 63.18(a) – the name, address and telephone number of the transferee:

BB Holding Corporation
30433 Highway 17
Millry, Alabama 36558
Telephone: 251-846-2911

- (2) Section 63.18(b) – the state under the laws of which the transferee is organized:

BB Holding Corporation is a domestic corporation organized under the laws of the state of Alabama.

² The application was accepted for streamlined processing under 47 C.F.R. § 63.03.

- (3) Section 63.18(c) – the name, title, post office address and telephone number of the officer of the transferee to whom correspondence concerning the notice is to be addressed:

Bobby Williams, Vice President and Assistant Secretary
BB Holding Corporation
30433 Highway 17
Millry, Alabama 36558
Telephone: 251-846-2911

- (4) Section 63.18(d) – a statement as to whether the transferee has previously received authority under Section 214 of the Act, and if so, a general description of the categories of facilities and services authorized:

BB Holding Corporation has never received authority under Section 214 of the Act, and does not intend to seek such authority; BB Holding Corporation will remain an intermediate holding company for Millry Corp's Subsidiaries, Millry Telephone, Millry Communication and Millry LD, solely for the purposes of effecting the described transaction.

- (5) Section 63.18(h) – the name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the transferee, and the percentage of equity owned by each of those entities (to the nearest one percent). The transferee shall also identify any interlocking directorates with a foreign carrier.

The following entities each own at least ten percent of the equity of BB Holding Corporation:

Millry Corporation
30433 Highway 17
Millry, Alabama 36558

Principal Business: Holding company for Section 214 authorization holders
Millry Telephone, Millry Communication and Millry LD
Citizenship: United States of America
Ownership Percentage in BB Holding Corporation: 100.00%

BB Holding Corporation is not a foreign carrier and is not affiliated with a foreign carrier.

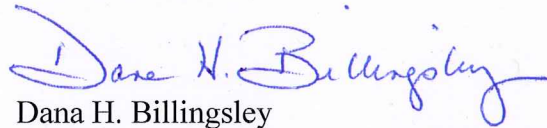
As required under 47 C.F.R. § 63.24(f)(2)(ii) for carriers subject to a *pro forma* transfer of control, the Subsidiaries each hereby certify that the transfer of control of their domestic Section 214 authorizations from Millry Corporation to BB Holding Corporation was *pro forma*,

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and that, together with all previous *pro forma* transactions, does not result in a change in the actual controlling party.

Please direct any questions concerning this matter to my office.

Very truly yours,



Dana H. Billingsley
Attorney for Millry Corporation, BB Holding
Corporation, Millry Telephone Company, Inc.,
Millry Communication, Inc. and Millry Telephone
LD, LLC

cc: Bobby Williams